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UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

INCORP SERVICES, INC., a Nevada
corporation,

Plaintiff,

vs.

NEVADA CORPORATE SERVICES, INC., a
Nevada corporation, RICHARD FRITZLER, and
DOES 1-10, inclusive,

Defendants.

CASE NO. 2:09-cv-01300-RCJ-GWF

FIRST AMENDED COMPLAINT

[DEMAND FOR JURY TRIAL]

Plaintiff Incorp Services, Inc. ("Incorp") brings this First Amended Complaint against Nevada Corporate Services, Inc. ("NCS") and Richard Fritzler, and allege as follows:

INTRODUCTION

1. Defendant Nevada Corporate Services, Inc. is a competitor of Plaintiff Incorp Services, Inc.

2. Defendant Richard Fritzler is the co-founder and President of NCS, and on information and belief, exercises day-to-day control over the NCS's operations.

3. Defendants drafted and published false and defamatory letters about Incorp and sent these letters to Incorp's clients.

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4. These letters falsely claimed that Incorp “may be discontinuing” its registered agent services, leaving its clients “vulnerable and at risk.”

5. As a result of Incorp's clients' receipt of these false and defamatory letters, Incorp has been substantially harmed.

JURISDICTION AND VENUE

6. This Court has subject matter jurisdiction over the federal false advertising claim pursuant to the Lanham Act, 15 U.S.C. §1121 and 28 U.S.C. §§1331 & 1338. The Court has supplemental jurisdiction over the claim arising under state law pursuant to 28 U.S.C. §1367(a), in that the state law claim is so related to the claim over which the Court has original jurisdiction that it forms part of the same case or controversy under Article III of the United States Constitution.

7. This Court has personal jurisdiction over NCS because it is a Nevada-based corporation, conducts substantial business in Nevada, committed the misconduct at issue in Nevada, and directed the misconduct towards a Nevada resident. This Court has personal jurisdiction over Fritzler because, on information and belief, he resides in Nevada and has substantial connections to Nevada.

8. Venue is proper in the District of Nevada pursuant to LR IA 6-1 and 28 U.S.C §1391(b)(2) &(c), because a substantial part of the events or omissions giving rise to Plaintiff's claims occurred here, and because the Defendants are subject to personal jurisdiction in this District.

PARTIES

9. Plaintiff Incorp Services, Inc. is a Nevada corporation, with its principal place of business in Clark County, Nevada.

10. Defendant Nevada Corporate Services, Inc. is a Nevada corporation, with its principal place of business in Clark County, Nevada.

11. Defendant Richard Fritzler is an individual, who on information and belief resides in Nevada.

...

1 12. Incorp is uncertain of the true names and capacities of those defendants sued by
2 the fictitious names Does 1 through 10, who also are responsible and liable for the injuries
3 alleged in this Complaint and who proximately caused damage to Incorp. Incorp will amend this
4 Complaint to add the true names and capacities of the Does when they become known.

5 **DEFENDANTS' MISCONDUCT**

6 13. Incorp provides a variety of company formation and registration services,
7 including registered agent services.

8 14. Incorp has an established track record of providing high quality, trouble-free, and
9 efficient registered agent services to its clients.

10 15. As a result of Incorp's history of providing excellent registered agent services,
11 Incorp enjoys a competitive advantage over other registered agent services and is able to demand
12 a premium for its services.

13 16. NCS is a direct competitor of Incorp, offering various company formation and
14 registration services, including registered agent services.

15 17. NCS struggles to compete with Incorp regarding client satisfaction in the
16 provision of registered agent services.

17 18. Fritzler is the President and co-founder of NCS, and on information and belief,
18 exercises control over the day-to-day operations of NCS.

19 19. On or around May 28, 2009 Defendants drafted false and defamatory letters
20 about Incorp.

21 20. These letters stated that Incorp "may be discontinuing its services."

22 21. These letters also stated that Incorp's discontinuance of services may leave its
23 clients "vulnerable and at risk."

24 22. The letter went on to assert criticism after criticism about registered agent
25 services, insinuating that these statements were about Incorp.

26 23. Thus, the letter stated that the Incorp client may be "victimized by a lack of
27 service and professionalism" by Incorp.

28 ...

24. The letter further stated that the Incorp client may be “devastated by their Registered Agent’s failures.”

25. The letter further stated that Incorp may fail “in fulfilling their statutory duties, opening you, their client, to strategic vulnerabilities.”

26. The letter contains numerous other criticisms about Incorp.

27. These statements were false.

28. Defendants sent these letters to numerous—if not all—of InCorp’s clients.

29. The harm to Incorp from the defamatory letters was immediate and irreparable.

30. On information and belief, Defendants carried out the above-described misconduct knowingly, willfully, maliciously, and with the intent to harm Incorp.

31. On information and belief, Defendants conspired with and aided and abetted the Doe defendants in carrying out the above-described misconduct.

FIRST CAUSE OF ACTION

(False Advertising under the Lanham Act, 15 U.S.C. §1125(a))

32. Incorp repeats and incorporates by reference all of the allegations set forth above.

33. Defendants intentionally and with knowledge published false descriptions and representations of fact about Incorp.

34. Defendants' statements misrepresented the quality and nature of Incorp's professionalism and client dedication as well as the quality, reliability, and safety of Incorp's services.

35. Defendants published these false descriptions and representations in letters, which it then sent in interstate commerce to Incorp's clients.

36. Defendants' statements were made to discourage people from using Incorp's services, and to encourage people to use Defendants' services.

37. As a result of Defendants' statements, Incorp has been substantially harmed.

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SECOND CAUSE OF ACTION

(Defamation)

38. Incorp repeats and incorporates by reference all of the allegations set forth above.

39. Defendants published false and defamatory statements about Incorp.

40. Defendants published these false and defamatory statements knowing that they were false and with malice and the specific intent to harm Incorp and benefit Defendants.

41. Defendants published these false and defamatory statements to third parties.

42. Defendants' false and defamatory statements were unprivileged.

43. As a result of Defendants' misconduct Incorp has suffered and continues to suffer significant harm.

PRAYER

WHEREFORE, Plaintiff respectfully request relief as follows:

1. That the Court enter a judgment against Defendants that they are:

a. Liable to Incorp for false advertising under 15 U.S.C. §1125(a).

b. Liable to Incorp for defamation.

2. That the Court enter a judgment against Defendants in favor of Incorp as follows:

a. Direct, compensatory, general, special, and consequential damages against Defendants for defamation;

b. Compensatory damages against Defendants, including wrongful profit damages, under 15 U.S.C. §1117(a).

c. Punitive damages against Defendants, under N.R.S. 42.005 for oppression, fraud, and malice in their acts of business disparagement;

d. Treble damages against Defendants, under 15 U.S.C. §1117(a) for oppression, fraud, and malice in its false advertising.

e. Attorneys' fees and necessary expenses against Defendants under 15 U.S.C. §1117(a);

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f. All costs of this action;

g. Pre-judgment interest.

3. That the Court grant to Incorp such additional relief as is just and proper.

DATED this 12th day of February, 2010.

GORDON SILVER

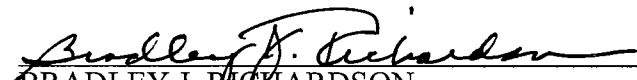

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REQUEST FOR JURY TRIAL

Plaintiff hereby demands a trial of this action by jury.

DATED this 12th day of February, 2010.

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